

RECORDATION NO. 29817 FILED

JUN 26 11 -1 20 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

June 24, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 27, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Teck Metals Ltd.
25 Aldridge Avenue
Trail, BC V1R 4L8
Canada

A description of the railroad equipment covered by the enclosed document is for nine (9) hopper cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(TECO002)

JUN 28 '11 -1 20 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO. TECO002

MEMORANDUM OF LEASE – RIDER NO. 1

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of May 27, 2011 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Teck Metals Ltd. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 27, 2011 (the "Agreement"), and Rider No. 1 thereto dated as of May 27, 2011 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

TECK METALS LTD.

Name: HAROLD TODDTitle: PURCHASING MANAGERSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9).

DESCRIPTION OF CARS: 2931 cu. Ft. capacity, 263 GRL, gravity covered hopper cars.

CAR NUMBERS: Cars to be remarked from ANAX/NAHX to FURX
per conversion list below:

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
ANAX	3260	FURX	802154
ANAX	3276	FURX	802156
ANAX	3302	FURX	802158
ANAX	3311	FURX	802159
ANAX	3270	FURX	802155
ANAX	3319	FURX	802160
NAHX	35787	FURX	802169
NAHX	35736	FURX	802167
NAHX	35760	FURX	802168